

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

NATIONAL INDEMNITY COMPANY,

Plaintiff,

-against-

No. 08 Civ. 4067 (RWS)
(ECF Case)

GREENWICH STREET INVESTMENTS II,
L.L.C., GREENWICH STREET CAPITAL
PARTNERS II, L.P., DP HOLDINGS L.L.C.,
DUKES PLACE HOLDINGS L.L.C., DUKES
PLACE HOLDINGS LTD., DUKES PLACE
HOLDINGS, L.P., ENSTAR GROUP LTD.,
and ENSTAR (US) INC.,

**DECLARATION OF
JOHN R. VALES, ESQ.**

Defendants.

-----X

I, JOHN R. VALES, pursuant to 28 U.S.C. § 1746, state as follows:

1. I am a member of the Bar of the United States District Court for the Southern District of New York and a partner in the firm of Riker Danzig Scherer Hyland Perretti LLP. Along with the firm of Hargraves McConnell & Costigan, P.C., we represent defendants Greenwich Street Investments II, L.L.C., Greenwich Street Capital Partners II, L.P., DP Holdings L.L.C., Dukes Place Holdings L.L.C., Dukes Place Holdings Ltd., Dukes Place Holdings, L.P., Enstar Group Ltd., and Enstar (US) Inc. (collectively, "Defendants") in the above captioned action. I make this declaration in support of Defendants' motion to dismiss Counts I, III and V of the Complaint with prejudice pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure.

2. Annexed hereto as Exhibit 1 is a true and correct copy of Judgment dated December 19, 2007 and issued by the United States District Court for the Southern District of New York, in Civil Action No. 07-CV-10349 (RJS), National Indemnity Company v. Seaton Insurance Company.

3. Annexed hereto as Exhibit 2 is a true and correct copy of Judgment dated December 19, 2007 and issued by the United States District Court for the Southern District of New York, in Civil Action No. 07-CV-10363 (RJS), National Indemnity Company v. Stonewall Insurance Company.

4. Annexed hereto as Exhibit 3 is a true and correct copy of the A.M. Best Company, Inc.'s Company Report dated June 13, 2007 for Seaton Insurance Company.

5. Annexed hereto as Exhibit 4 is a true and correct copy of the A.M. Best Company, Inc.'s Company Report dated June 13, 2007 for Stonewall Insurance Company.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: July 23, 2008

s/ John R. Vales

John R. Vales (jvales@riker.com)

RIKER DANZIG SCHERER HYLAND &
PERRETTI LLP

500 Fifth Avenue, 49th Floor
New York, New York 10110
(212) 302-6574

-- and --

HARGRAVES MCCONNELL & COSTIGAN, P.C.
The Graybar Building
420 Lexington Avenue
New York, New York 10170
(212) 218-8760

Attorneys for Defendants

EXHIBIT 1

heard and a decision granting the petition and confirming the arbitral award having been duly rendered;

It is ORDERED AND ADJUDGED

That the attached Final Award of the Panel, issued on September 28, 2007, is confirmed and that Petitioner have judgment in accordance with the rulings and terms stated therein.

Dated: New York, New York

Dec. 19, 2007


United States District Judge

The clerk of
the court shall
close this case.

National Indemnity Company

Vs.

Seaton Insurance Company

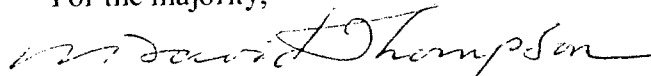
FINAL AWARD

The Panel, having read the several briefs together with exhibits, after a hearing, and deliberations, a majority now rules as follows:

1. Seaton's demands for rescission of the treaties and return of the premium and investment income less net losses paid, Seaton's demand that NICO reimburse Seaton for ultimate net loss under the treaties without regard to the treaty aggregate limit, Seaton's demand for compensatory damages, Seaton's demand that NICO be compelled to deposit funds into a claims account administered by Seaton, and Seaton's demand that NICO consent to settlements within two days and that the panel remain constituted, are denied.
2. NICO's request that it continue as claims servicer is granted, and NICO is to be paid fees for this service according to the treaties.
3. Seaton's request that it be appointed as claims servicer is denied.
4. NICO's request that it be authorized to collect reinsurance from Seaton's reinsurers is granted.
5. Seaton's and NICO's demands as to legal fees and expenses in this arbitration are denied.
6. All other claims and demands for relief by either party are denied.

Dated: September 28, 2007

For the majority,

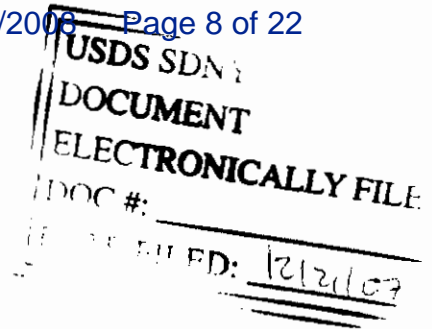


N. David Thompson, Umpire

Dissenting (except as to item 5),

Caleb Fowler, Arbitrator

EXHIBIT 2



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
NATIONAL INDEMNITY COMPANY,)

Petitioner,)

- against -)

STONEWALL INSURANCE COMPANY,)

Respondent.)
----- x

Civil Action No. **07CV 10363**
(RJS)
JUDGMENT

WHEREAS, Petitioner and Respondent submitted to arbitration certain disputes arising in relation to an Aggregate Reinsurance Agreement ("Reinsurance Agreement"), including the amount, if anything, that Petitioner owed Respondent; and

WHEREAS, an arbitration hearing was conducted on July 9-20, 2007; and

WHEREAS, Respondent sought an order granting Respondent, among other things, the right to be claims servicer under the Reinsurance Agreement, as well as certain monetary damages; and

WHEREAS, on September 28, 2007, the arbitration Panel issued a Final Award, as attached to this Judgment, denying all of Respondent's claims for relief, but providing that Petitioner reimburse Respondent in the amount of \$500,000 in full satisfaction of Petitioner's obligations under the Reinsurance Agreement for the TIG claim, and declared that Petitioner is entitled to be claims servicer under the Reinsurance Agreement; and

WHEREAS, this petition to confirm the award came on for hearing before the Court, Honorable Richard J. Sullivan, United States District Judge, and the issues having been duly


heard and a decision granting the petition and confirming the arbitral award having been duly rendered;

It is ORDERED AND ADJUDGED

That the attached Final Award of the Panel, issued on September 28, 2007, is confirmed and that Petitioner have judgment in accordance with the rulings and terms stated therein.

Dated: New York, New York

Dec. 19, 2007


United States District Judge

The clerk of
the Court shall
close this case.

-----X	
NATIONAL INDEMNITY COMPANY,	:
	:
Petitioner,	:
	:
vs.	:
	:
STONEWALL INSURANCE COMPANY,	:
	:
Respondent.	:
	:
-----X	

Robert B. Green
Caleb L. Fowler
W. Mark Wigmore

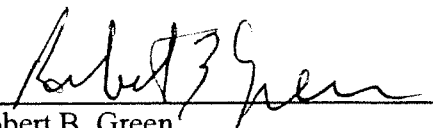
FINAL AWARD

The Panel, having considered all of the parties' submissions, evidence, authorities and arguments, and having duly deliberated thereon, by majority hereby rules as follows for its Final Award:

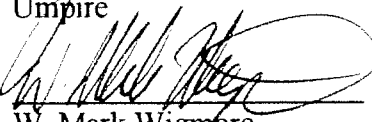
1. Stonewall's demand for rescission of the Aggregate Reinsurance Agreement between Stonewall and NICO (the "Reinsurance Agreement") is denied.
2. Stonewall's demand for compensatory damages is denied.
3. Stonewall's demand that NICO be compelled to deposit funds into a claims account administered by Stonewall is denied.
4. Stonewall's demand that NICO be ordered to reimburse Stonewall in the amount of \$704,500 for the TIG claim is denied. NICO will reimburse Stonewall in the amount of \$500,000 in full satisfaction of NICO's obligations under the Reinsurance Agreement.
5. Stonewall's demand that it be appointed claims servicer is denied.
6. Stonewall's demand that NICO pay its legal fees and expenses for this arbitration is denied.
7. NICO's request that it continue as claims servicer is granted, and, commencing from the date hereof, NICO is to be paid fees for this service according to the terms of the Reinsurance Agreement.
8. NICO's request that it be authorized to collect reinsurance from Stonewall's reinsurers is granted.
9. NICO's demand that Stonewall pay its legal fees and expenses for this arbitration is denied.

10. All other claims and requests for relief are denied.

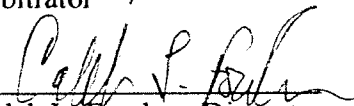
Dated: September 28, 2007


Robert B. Green

Umpire


W. Mark Wigmore

Arbitrator


Caleb L. Fowler - Dissents

Arbitrator

EXHIBIT 3

Best's Company Reports, 06/13/07, SEATON INSURANCE COMPANY

Copyright 2007 A.M. Best Company, Inc.
 Best's Company Reports
 June 13, 2007

SEATON INSURANCE COMPANY

Business Address: 200 Metro Center Blvd., Suite 8, Warwick, Rhode Island, United States 02886-1753
 Tel: 617-234-3801
 Fax: 617-234-3899
 Group Affiliation: Dukes Place Holdings Group

AMB#: 02369
 FEIN#: 91-0341780
 NAIC#: 25763

Industry Type:

BEST'S RATING

The company is assigned the classification of NR-3 (Rating Procedure Inapplicable) as our normal rating procedure does not properly apply to this company's business and/or operations.

FIVE YEAR RATING HISTORY

Date	Best's Rating
06/13/07	NR-3
06/20/06	NR-3
06/29/05	NR-3
06/18/04	NR-3
04/08/03	NR-3

KEY FINANCIAL INDICATORS

Period Ending	Statutory Data (\$000)		
	Direct Premiums Written	Net Premiums Written	Pretax Operating Income
2002	...	36	-927
2003	...	2	-629
2004	...	28	34
2005	...	1	1,418
2006

Period Ending	Statutory Data (\$000)		
	Net Income	Total Admitted Assets	Policy-holders' Surplus
2002	-414	63,535	53,030
2003	-435	79,235	53,767
2004	-416	66,698	55,742
2005	2,021	65,192	40,147
2006	...	...	...

Profitability	Leverage	Liquidity
Inv. Pretax		Oper.
Overall		

Best's Company Reports, 06/13/07, SEATON INSURANCE COMPANY

Period Ending	Comb. Ratio	Yield (%)	ROR (%)	NA Inv Lev	NPW to PHS	Net Le v	Liq (%)	Cash- flow (%)
2002	999.9	4.1	-99.9	2.8	0.0	0.2	604.8	99.1
2003	999.9	4.0	-99.9	2.6	0.0	0.5	311.1	99.1
2004	999.9	3.9	121.9	7.5	0.0	0.2	608.8	61.2
2005	999.9	4.5	999.9	10.2	0.0	0.6	260.3	6.3
2006	...	...	...	...	...	...	...	...
5-Yr Avg	999.9	4.4	-99.9	...	...	...	...	...

(*) Data reflected within all tables of this report has been compiled from the company-filed statutory statement. Within several financial tables of this report, this company is compared against the Commercial Casualty Composite.

BUSINESS REVIEW

Seaton Insurance Company, formally Unigard Security Insurance Company (USIC) continues to run-off its discontinued book of reinsurance assumed business and its discontinued book of direct business.

INVESTMENT INCOME ANALYSIS (\$000)

	Company		
	Net Inv Income	Realized Capital Gains	Unrealized Capital Gains
Year			
2002	2,244	514	-68
2003	2,193	194	76
2004	2,179	178	-19
2005	2,481	-25	-121
2006	...	...	...

	Company			Industry Com- posite	
	Inv Inc Growth (%)	Inv Yield (%)	Total Return (%)	Inv Inc Growth (%)	Inv Yield (%)
Year					
2002	-22.6	4.1	4.9	-0.1	5.1
2003	-2.3	4.0	4.5	6.2	4.9
2004	-0.7	3.9	4.2	2.0	4.4
2005	13.9	4.5	4.2	20.8	4.8
2006	...	...	...	6.3	4.6
5-Yr Avg	-3.8	4.4	5.0	...	...

CAPITAL GENERATION ANALYSIS (\$000)

	Source of Surplus Growth			
	Pretax Operating Income	Total Inv. Gains		Net Contrib. Capital
Year				
2002	-927	445		...
2003	-629	269		...
2004	34	159		...
2005	1,418	-145		...
2006	...	...		...
5-Yr Total	-384	1,579		0

Source of Surplus Growth

Best's Company Reports, 06/13/07, SEATON INSURANCE COMPANY

Year	Other, Net of Tax	Change in PHS	PHS Growth (%)
2002	-51	-533	-1.0
2003	1,097	738	1.4
2004	1,781	1,974	3.7
2005	-16,867	-15,595	-28.0
2006	...	...	...
5-Yr Total	-14,510	-13,315	...

PREMIUM COMPOSITION & GROWTH ANALYSIS

Period Ending	(\$000)	DPW (% Chg)	(\$000)	GPW (% Chg)
2002	37	237.3
2003	3	-92.6
2004	30	976.2
2005	2	-94.8
2006
5-Yr CAGR	...	0.0	...	-11.3
5-Yr Change	...	0.0	...	-45.2

Period Ending	(\$000)	NPW (% Chg)	(\$000)	NPE (% Chg)
2002	36	277.2	36	277.2
2003	2	-94.0	2	-94.0
2004	28	999.9	28	999.9
2005	1	-97.3	1	-97.3
2006	...	...	...	...
5-Yr CAGR	...	-29.3	...	-29.3
5-Yr Change	...	-82.3	...	-82.3

LOSS & ALAE RESERVE DEVELOPMENT: CALENDAR YEAR (\$000)

Calendar Year	Original Loss Reserves	Developed Reserves Thru 2006	Develop. to Orig.(%)	Develop. to PHS (%)	Develop. to NPE (%)	Unpaid Reserves @ 12/2006	Unpaid Resrv. to Dev.(%)
2001	154,273	291,505	89.0	256.2	999.9	224,038	76.9
2002	174,445	278,975	59.9	197.1	999.9	224,038	80.3
2003	200,070	265,039	32.5	120.8	999.9	224,038	84.5
2004	213,578	249,029	16.6	63.6	999.9	224,038	90.0
2005	224,038	224,038	...	...	999.9	224,038	100.0
2006	...	...	...	...	...	...	...

LOSS & ALAE RESERVE DEVELOPMENT: ACCIDENT YEAR (\$000)

Accident Year	Original Loss Reserves	Developed Reserves Thru 2006	Develop. to Orig.(%)	Unpaid Reserves @ 12/2006	Acc Yr. Loss Ratio	Acc Yr. Comb Ratio
2001
2002
2003
2004
2005	999.9
2006

Best's Company Reports, 06/13/07, SEATON INSURANCE COMPANY

LIQUIDITY ANALYSIS

Year	Company				Industry Composite			
	Quick Liq (%)	Current Liq (%)	Overall Liq (%)	Gross Agents Bal to PHS(%)	Quick Liq (%)	Current Liq (%)	Overall Liq (%)	Gross Agents Bal to PHS(%)
2002	131.2	530.9	604.8	...	23.9	98.8	133.2	18.7
2003	69.7	220.9	311.1	...	26.0	102.1	134.5	14.9
2004	256.2	515.6	608.8	...	23.7	104.3	135.2	14.6
2005	114.6	228.6	260.3	...	21.8	106.8	136.7	13.1
2006	...	...	...	...	23.4	113.5	140.9	11.9

HISTORY

The company was incorporated in 1901 as Northwestern Mutual Fire Association under the laws of Washington to write fire insurance on the mutual assessment plan. The name was changed to Northwestern Mutual Insurance Company on January 1, 1956; to Unigard Mutual Insurance Company on May 3, 1971; and to Unigard Security Insurance Company on September 30, 1984. Effective July 9, 1999, the current title was adopted. As of December 31, 2003 the company was still domiciled in Washington but received approval to redomicile to Rhode Island effective January 1, 2004.

MANAGEMENT

Currently, management is under the direction of Robert L. Barclay, president.

Paid in capital of \$55,000,000 consists of 200,000 shares of common stock at a par value of \$13 per share and \$52,400,000 of contributed surplus. There are 1,000,000 authorized common shares. The company has been authorized to issue 550,000 shares of \$10.00 par value preferred stock, of which none are outstanding.

Prior to September 30, 1984 the company operated as a mutual insurance carrier. Subsequent to completing a plan of demutualization and conversion to a stock company, all outstanding shares were acquired by Hanseco Insurance Company. On December 31, 1984, Hanseco Insurance Company transferred its ownership of the company to the parent company, John Hancock Property and Casualty Holding Company, Wilmington, Delaware, which is ultimately owned by John Hancock Life Insurance Company, Boston, Massachusetts.

On March 31, 1999, the Company was sold to Duke's Place Holdings, L.P. In conjunction with the sale, Unigard Security entered into a retroactive reinsurance agreement with National Indemnity Company, an unaffiliated party, to provide significant reinsurance coverage on the discontinued reinsurance assumed business and the discontinued facultative and special risks of business. Duke's Place Holdings, L.P. is a limited partnership organized under the laws of Bermuda on December 1996. The limited partnership invests in insurance and reinsurance companies in run-off, particularly in circumstances in which the parent organizations have made a strategic decision to withdraw from insurance or reinsurance as a whole or from the classes of business underwritten by the company in run-off.

Officers: Chairman of the Board, Matthew C. Kaufman; President, Robert L. Barclay; Vice President, David I. Wallis; Secretary, Robert A. Whitney; Treasurer, Pamela S. Sellers-Hoelsken.

Directors: Robert L. Barclay, Robert A. Hamwee, Matthew C. Kaufman, Neil C. Krauter, Mayur P. Patel, Kenneth E. Randall.

REGULATORY

An examination of the financial condition was made as of December 31, 1995 by the Insurance Department of Washington. The 2005 annual independent audit of the company was conducted by Ernst & Young, LLP. The annual statement of actuarial opinion is provided by Robert Wainscott, Ernst & Young, LLP.

TERRITORY

Best's Company Reports, 06/13/07, SEATON INSURANCE COMPANY

The company is licensed in the District of Columbia, AZ, AR, CA, CO, CT, DE, ID, IL, IN, KS, ME, MD, MA, MI, MN, MO, MT, NH, NY, NC, OH, OK, OR, PA, RI, TN, TX, UT, VA, WA and WI. It is also licensed in Canada in the province of Ontario.

It is also restricted to run-off only in Canada.

02369

LOAD-DATE: August 9, 2007

EXHIBIT 4

Best's Company Reports, 06/13/07, STONEWALL INSURANCE COMPANY

1 of 1 DOCUMENT

Copyright 2007 A.M. Best Company, Inc.
 Best's Company Reports
 June 13, 2007

STONEWALL INSURANCE COMPANY

Business Address: Warwick, Rhode Island, United States
 Business Address: 2 Central Square, 2nd Floor, Cambridge, Massachusetts, United States 02139-3311
 Tel: 617-234-3801
 Fax: 617-234-3899
 Group Affiliation: Dukes Place Holdings Group

AMB#: 00864
 FEIN#: 63-0202590
 NAIC#: 22276

Industry Type:

BEST'S RATING

The company is assigned the classification of NR-3 (Rating Procedure Inapplicable) as our normal rating procedure does not properly apply to this company's business and/or operations.

FIVE YEAR RATING HISTORY

Date	Best's Rating
06/13/07	NR-3
06/20/06	NR-3
06/29/05	NR-3
06/18/04	NR-3
04/08/03	NR-3

KEY FINANCIAL INDICATORS

Period Ending	Statutory Data (\$000)		
	Direct Premiums Written	Net Premiums Written	Pretax Operating Income
2002	10,208
2003	1,865
2004	-52
2005	2,067
2006

Period Ending	Statutory Data (\$000)		
	Net Income	Total Admitted Assets	Policy- holders' Surplus
2002	300	83,010	64,193
2003	1,038	88,947	67,419
2004	-1,780	96,540	61,654
2005	-1,940	107,796	55,973
2006	...	...	...

Best's Company Reports, 06/13/07, STONEWALL INSURANCE COMPANY

Period Ending	Comb. Ratio	Inv. Yield (%)	Profitability		Leverage		Overall Liq (%)	Liquidity Oper. Cash- flow (%)
			Pretax ROR (%)	NA Inv Lev	NPW to PHS	Net Le v		
2002	...	5.6	...	12.0	...	0.2	544.2	-99.9
2003	...	5.0	...	9.2	...	0.3	492.9	223.8
2004	...	4.7	...	7.6	...	0.5	303.2	6.3
2005	...	4.7	...	7.7	...	0.9	219.7	7.7
2006
5-Yr Avg	...	5.4	0.0	...	...	...	...	...

(*) Data reflected within all tables of this report has been compiled from the company-filed statutory statement. Within several financial tables of this report, this company is compared against the Commercial Casualty Composite.

BUSINESS REVIEW

Stonewall Insurance Company continues to run-off its discontinued book of assumed reinsurance business and its discontinued book of direct business.

INVESTMENT INCOME ANALYSIS (\$000)

Year	Company		
	Net Inv Income	Realized Capital Gains	Unrealized Capital Gains
2002	3,670	-9,908	8,705
2003	3,424	-826	2,123
2004	3,411	122	853
2005	3,465	184	-211
2006	...	...	...

Year	Company			Industry Com- posite	
	Inv Inc Growth (%)	Inv Yield (%)	Total Return (%)	Inv Inc Growth (%)	Inv Yield (%)
2002	-20.7	5.6	3.8	-0.1	5.1
2003	-6.7	5.0	7.0	6.2	4.9
2004	-0.4	4.7	6.1	2.0	4.4
2005	1.6	4.7	4.7	20.8	4.8
2006	...	...	...	6.3	4.6
5-Yr Avg	-28.3	5.4	4.0	...	...

CAPITAL GENERATION ANALYSIS (\$000)

Year	Source of Surplus Growth		
	Pretax Operating Income	Total Inv. Gains	Net Contrib. Capital
2002	10,208	-1,203	...
2003	1,865	1,297	...
2004	-52	975	...
2005	2,067	-27	...
2006	...	...	...

Best's Company Reports, 06/13/07, STONEWALL INSURANCE COMPANY

5-Yr Total	21,647	-4,695	0
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Source of Surplus Growth

Year	Other, Net of Tax	Change in PHS	PHS Growth (%)
2002	-7,506	1,499	2.4
2003	65	3,227	5.0
2004	-6,688	-5,765	-8.6
2005	-7,720	-5,680	-9.2
2006	...	...	...
5-Yr Total	-22,172	-5,221	...

LOSS & ALAE RESERVE DEVELOPMENT: CALENDAR YEAR (\$000)

Calendar Year	Original Loss Reserves	Developed Reserves Thru 2006	Develop. to Orig.(%)	Develop. to PHS (%)	Develop. to NPE (%)	Unpaid Reserves @ 12/2006	Unpaid Resrv. to Dev.(%)
2001	103,484	112,363	8.6	14.2	...	104,123	92.7
2002	114,442	121,642	6.3	11.2	...	104,123	85.6
2003	121,788	122,376	0.5	0.9	...	104,123	85.1
2004	123,220	117,279	-4.8	-9.6	...	104,123	88.8
2005	104,123	104,123	...	...	...	104,123	100.0
2006	...	...	...	...	...	...	...

LIQUIDITY ANALYSIS

Year	Quick Liq (%)	Current Liq (%)	Overall Liq (%)	Company		Quick Liq (%)	Current Liq (%)	Overall Liq (%)	Industry Composite	
				Gross Agents Bal to PHS(%)	Gross Agents Bal to PHS(%)				Gross Agents Bal to PHS(%)	Gross Agents Bal to PHS(%)
2002	103.8	445.6	544.2	...	...	23.9	98.8	133.2	18.7	18.7
2003	133.0	398.0	492.9	...	...	26.0	102.1	134.5	14.9	14.9
2004	91.9	237.2	303.2	...	...	23.7	104.3	135.2	14.6	14.6
2005	75.5	151.2	219.7	...	...	21.8	106.8	136.7	13.1	13.1
2006	...	...	...	...	...	23.4	113.5	140.9	11.9	11.9

HISTORY

The company was the oldest Alabama insurance carrier, incorporated on February 10, 1866 under the laws of Alabama. It began conducting business on that same day. The company's former subsidiaries included Stonewall Life Insurance, Atlanta Casualty Company, Dixie Insurance Company, Stonewall Underwriters and Stonewall Surplus Lines. These companies were either sold to outside interests or transferred to the company's parent over the period of 1981 to 1991. In 1999 the company re-domesticated to Ohio and continues to be domiciled through December 31, 2003. Effective January 1, 2004 the company is domiciled in Rhode Island.

MANAGEMENT

Paid in capital of \$75,966,820 consists of 100,000 authorized and outstanding common shares of common stock at \$20 par value each and \$73,966,820 of contributed surplus.

Current management is under the direction of Robert L. Barclay, president. Effective with the sale of the company in 2000, Stonewall entered into a management agreement with Ken Randall America, Inc. to provide run-off services.

On September 30, 2000 the company was sold to Stonewall Acquisition Company which is owned by Dukes Place Holdings, LP. Dukes Place Holdings, L.P. is a limited partnership organized under the laws of Bermuda. It was organized on December 1996 to invest in insurance and reinsurance companies in run-off, particularly in circumstances where

Best's Company Reports, 06/13/07, STONEWALL INSURANCE COMPANY

the parent organization has made a strategic decision to withdraw from insurance operations as a whole or from the classes of business in run-off.

Great American Insurance Company purchased financial control of the company from its parent holding company, American Financial Corporation (Cincinnati, Ohio) on December 31, 1977. American Financial Corporation had acquired the shares of the company on June 1, 1977 from Gulf Life Holding Company. The latter had obtained its interest from the Great America Corporation, which had obtained the shares in mid 1964 from an affiliate, American Life Insurance Company. The Life Insurance Company purchased majority control in 1961 from a group of local stockholders. Operations of the company were separate and independent from the parent organization, Great American Insurance. Independent administrative offices were maintained.

Officers: Chairman of the Board, Matthew C. Kaufman; President, Robert L. Barclay; Vice Presidents, Robert B. Burns, David I. Wallis; Secretary, Robert A. Whitney; Treasurer, Pamela S. Sellers-Hoelsken.

Directors: Robert L. Barclay, Robert A. Hamwee, Matthew C. Kaufman, Neil C. Krauter, Mayur P. Patel, Kenneth E. Randall.

REGULATORY

An examination of the financial condition was made as of December 31, 1998 by the Insurance Department of Alabama. The 2005 annual independent audit of the company was conducted by Ernst & Young, LLP. The annual statement of actuarial opinion is provided by John Dawson, Ernst & Young LLP.

TERRITORY

The company is licensed in AL, AK, AZ, AR, CA, CO, DE, FL, GA, ID, IL, IN, IA, KS, KY, LA, MD, MA, MI, MN, MS, MO, MT, NE, NV, NM, NC, ND, OH, OK, OR, RI, SC, SD, TN, TX, UT, VA, WA, WI and WY. Credit is allowed for reinsurance as a licensed reinsurer in New York. It also operates on a surplus lines or non-admitted basis in Pennsylvania.

00864

LOAD-DATE: August 9, 2007